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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RECORD, TRAIL

DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): BBBL, INC. MRV 1-8-02
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Bed Bath & Beyond Procurement Co.
Internal Address:
Address:
Street Address: 110 Bi-County Blvd.
City: Farmingdale State: NY Zip: 11735
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] Corporation-State New York
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
[X] Other To Correct Reel/Frame No. 002318/0234
Execution Date: 4/1/01

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) See Attached Exhibit A
Additional number(s) attached Yes No

B. Trademark Registration No.(s) See Attached Exhibit A

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lerner, David, Littenberg, Krumholz & Mentlik
Internal Address:
Street Address: 600 South Avenue West
City: Westfield State: NJ Zip: 07090

6. Total number of applications and registrations involved: 27
7. Total fee (37 CFR 3.41): \$ 690.00
Enclosed
[X] Authorized to be charged to deposit account
8. Deposit account number: 12-1095
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
BRUCE H. SALES Signature
Date: Oct. 25, 2001

Total number of pages including cover sheet, attachments, and document: 11

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01/11/2002 BTOM11 00000240 121095 75719706
01 FC:481 40.00 CH
02 FC:482 650.00 CH

TRADEMARK REEL: 002424 FRAME: 0819

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY
EXHIBIT A

A. Trademark Application Nos.	B. Trademark Registration Nos.
75/719,706	2,115,332
75/980,042	2,197,870
76/215,107	1,537,755
75/849,807	1,831,709
75/817,223	1,830,725
75/813,282	1,712,392
75/789,229	2,003,965
76/203,394	1,896,639
75/883,081	2,015,911
75/813,275	1,968,972
76/037,099	2,313,851
	1,946,353
	2,298,154
	2,483,650
	2,480,657
	2,474,231

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06-25-2001

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): BBBL, INC. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other Additional name(s) of conveying party(ies) attached? [] Yes [] No

2. Name and address of receiving party(ies) Name: Bed Bath & Beyond Procurement Co. Internal Address: Street Address: 110 Bi-County Blvd. City: Farmingdale State: NY Zip: 11735 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State New York [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [] No

3. Nature of conveyance: [x] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: April 1, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See attached Exhibit A B. Trademark Registration No.(s) See attached Exhibit A Additional number(s) attached [x] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Lerner, David, Littenberg, Name: Krumholz & Mentlik Internal Address: Street Address: 600 South Avenue West City: Westfield State: NJ Zip: 07090

6. Total number of applications and registrations involved: 28 7. Total fee (37 CFR 3.41): \$ 715 [] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 12-1095 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. BRUCE H. SALES Name of Person Signing [Signature] Signature June 19, 2001 Date Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY
EXHIBIT A

A. Trademark Application Nos.	B. Trademark Registration Nos.
75/432,543	2,115,332
75/980,042	2,197,870
76/215,107	1,537,755
75/719,777	1,831,709
75/817,223	1,830,725
75/762,943	1,712,392
75/789,229	2,003,965
76/203,394	1,896,639
75/883,081	2,015,911
75/883,085	1,968,972
76/037,099	2,313,851
75/719,706	1,946,353
75/813,275	2,298,154
75/813,282	
75/849,807	

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ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

This Agreement is made as of the 1st day of April, 2001 between BBBL, Inc., a Delaware corporation, having a place of business at 650 Liberty Avenue, Union, New Jersey 07083 ("BBBL") and Bed Bath & Beyond Procurement Co. Inc., a New York corporation, having a place of business at 110 Bi-County Blvd., Farmingdale, New York 11735 ("Procurement"). Collectively, BBBL and Procurement shall be know as "the Parties."

WHEREAS, BBBL wishes to transfer all its trademarks and service marks including applications for registration of such trademarks and service marks (collectively "the Marks") and the goodwill associated therewith and Procurement wishes to own the Marks including the goodwill associated therewith; and

WHEREAS, BBBL and/or its licensees have used the Marks or have a *bona fide* intention to use the Marks in connection with its existing and ongoing business;

NOW, THEREFORE, for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. BBBL hereby assigns, transfers and conveys all right, title and interest in and to all the Marks owned by BBBL throughout the world, regardless of whether or not such marks are registered with any governmental agency anywhere in the world, to Procurement. Such assignment to Procurement includes all the goodwill associated with the Marks and all the business of BBBL associated with the Marks, which BBBL acknowledges is ongoing and existing. This Assignment includes the right

of Procurement to sue for and collect damages for acts of infringement, dilution, unfair competition and the like that occurred prior to the execution of this Assignment.

Without limitation, this Assignment includes the following US trademark

registrations:

<u>Mark</u>	<u>Registration Number</u>
1-800-GO-BEYOND	2,115,332
A STEP BEYOND	2,197,870
B&B BED BATH & BEYOND	1,537,755
BED BATH & BEYOND	1,831,709
BED BATH & BEYOND (Logo)	1,830,725
BED BATH & BEYOND (Stylized)	1,712,392
BEYOND (Stylized)	2,003,965
BEYOND ANY STORE OF ITS KIND	1,896,639
BEYOND INDULGENCE	2,015,911
EVERYTHING ON SALE EVERY DAY	1,968,972
EXCLUSIVELY OURS! and Design	2,313,851
GET YOUR COLLEGE ENTRANCE REQUIREMENTS HERE	1,946,353
SERVICE & BEYOND	2,298,154

Without limitation, this Assignment includes the following US trademark

applications:

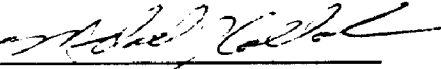
<u>Mark</u>	<u>Serial Number</u>
A STEP BEYOND	75/432,543
A STEP BEYOND	75/980,042
BED BATH & BEYOND	76/215,107
BEDDING & BEYOND	75/719,777
BEYOND AND DESIGN	75/817,223
BEYOND ANY SITE OF ITS KIND	75/762,943
CAFE BEYOND	75/789,229
COLLEGE & BEYOND	76/203,394
DORM ZONE	75/883,081
EQUIP YOUR SPACE	75/883,085
EXCLUSIVELY OURS	76/037,099
GIFTS & BEYOND	75/719,706
SPA & BEYOND	75/813,275

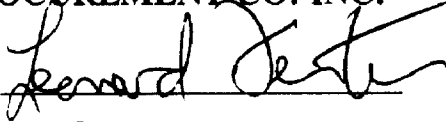
BBBL agrees to execute documents and otherwise assist Procurement in perfecting and recording the Assignment set forth herein with the United States Patent & Trademark Office and any other governmental entity throughout the world, as reasonably required by Procurement.

This Assignment shall be deemed effective as of April 1, 2001.

BBBL, INC.

BED BATH & BEYOND
PROCUREMENT CO. INC.

By: 

By: 

Title: Vice President

Title: President